

RECORDATION NO. 17013-E FILED

DEC 20 '04 2-27 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 20, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of (A) Agreement and Assignment Under Recordation No. 17013-A, and (B) Assignment of Lease and Agreement Under Recordation No. 17013-C, dated as of December 15, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Agreement and Assignment and the Assignment of Lease and Agreement previously filed with the Board under Recordation Numbers 17013-A and 17013-C respectively.

The names and addresses of the parties to the enclosed document are:

Assignee: HSBC Bank USA, National Association  
452 Fifth Avenue, 5<sup>th</sup> Floor  
New York, New York 10018

Assignor: Banc of America Leasing & Capital LLC  
555 California Street  
San Francisco, California 94104

Mr. Vernon A. Williams  
December 20, 2004  
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A description of the railroad equipment covered by the enclosed document is:

143 coal hopper cars within the series GALX 90001 - GALX 90150 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of (A) Agreement and Assignment Under Recordation No. 17013-A, and (B) Assignment of Lease and Agreement Under Recordation No. 17013-C.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

17013-E  
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MEMORANDUM OF ASSIGNMENT OF

(A) AGREEMENT AND ASSIGNMENT, UNDER RECORDATION NO. 17013-A (the "Agreement and Assignment")

AND

(B) ASSIGNMENT OF LEASE AND AGREEMENT, UNDER RECORDATION NO. 17013-C

THIS MEMORANDUM OF ASSIGNMENT (this "Memorandum") to (a) Agreement and Assignment dated as of August 15, 1990, under Recordation No. 17013-A (the "Agreement and Assignment"), and (b) Assignment of Lease and Agreement dated as of August 15, 1990, under Recordation No. 17013-C (the "Assignment of Lease"), is between BANC OF AMERICA LEASING & CAPITAL, LLC (SUCCESSOR IN INTEREST TO NATIONSBANC LEASING CORPORATION) AND HSBC BANK USA, NATIONAL ASSOCIATION.

WHEREAS The Penn Mutual Insurance Company had assigned its interest in and to the Agreement and Assignment and the Assignment of Lease to Banc of America Leasing & Capital, LLC (successor in interest to Nationsbanc Leasing Corporation), a memorandum of such assignment filed under Recordation No. 17013-D; and

WHEREAS, the parties hereto wish to show for the public record and have the public record reflect that HSBC BANK USA, NATIONAL ASSOCIATION is the successor in interest to BANC OF AMERICA LEASING & CAPITAL, LLC (SUCCESSOR IN INTEREST TO NATIONSBANC LEASING CORPORATION) under (a) the Agreement and Assignment and (b) the Assignment of Lease;

WHEREAS, this Memorandum may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, and all of such counterparts shall together constitute one and the same instrument.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of  
December 15, 2004.

BANK OF AMERICA LEASING &  
CAPITAL, LLC (SUCCESSOR IN INTEREST  
TO NATIONSBANC LEASING  
CORPORATION)

By: David E. Kostuik

Name: David E. Kostuik

Title: Managing Director

HSBC BANK USA, NATIONAL  
ASSOCIATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum as of  
December 15, 2004.

BANK OF AMERICA LEASING &  
CAPITAL, LLC (SUCCESSOR IN INTEREST  
TO NATIONSBANC LEASING  
CORPORATION)

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

HSBC BANK USA, NATIONAL  
ASSOCIATION

By: Stewart Kapnick

Name: **Stewart Kapnick**  
**Senior Vice President**

Title: \_\_\_\_\_

Angelita M. Chung  
ANGELITA M. CHUNG  
No. 41-4922750  
Notary Public, State of New York  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires Nov 14, 2006

## CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

} ss.

On 12-15-04,  
Date

before me,

YVETTE MONTALVO BARON

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

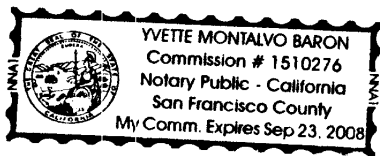
personally appeared

DAVID E. KOSTUICK

Name(s) of Signer(s)

☒ personally known to me

☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Place Notary Seal Above

Yvette Montalvo Baron  
Signature of Notary Public

### OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

#### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

#### Capacity(ies) Claimed by Signer(s)

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

Signer Is Representing: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

EXHIBIT A

DESCRIPTION OF EQUIPMENT

146 Thrall 107-Ton Aluminum Coal Hopper Cars and 10 Additional Carsets of  
Fabricated Car Parts

SERIES  
GALX

CAR NUMBERS  
90001 - 90037  
90039 - 90095  
90097 - 90109  
90111 - 90123  
90125 - 90150

1999 CASUALTIES

GALX 90046  
90079  
90103